

United States Bankruptcy Court for the:

Southern District of California
(State)

Case number (if known): Chapter 11

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name QMS Holdings, LLC

2. All other names debtor used in the last 8 years f/k/a Qello Holdings LLC

Include any assumed names, trade names, and *doing business* as names

3. Debtor's federal Employer Identification Number (EIN) 32-0375148

4. Debtor's address Principal place of business Mailing address, if different from principal place of business

9909 Mira Mesa Blvd.

Number Street

Suite 230

San Diego CA 92131

City State ZIP Code

San Diego

County

Number Street

P.O. Box

City State ZIP Code

Location of principal assets, if different from principal place of business

Number Street

City State ZIP Code

5. Debtor's website (URL)

Debtor	QMS Holdings, LLC	Case number (if known)	
6. Type of debtor	<input checked="" type="checkbox"/> Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP)) <input type="checkbox"/> Partnership (excluding LLP) <input type="checkbox"/> Other. Specify: _____		
7. Describe debtor's business	<p>A. <i>Check one:</i></p> <input type="checkbox"/> Health Care Business (as defined in 11 U.S.C. § 101(27A)) <input type="checkbox"/> Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B)) <input type="checkbox"/> Railroad (as defined in 11 U.S.C. § 101(44)) <input type="checkbox"/> Stockbroker (as defined in 11 U.S.C. § 101(53A)) <input type="checkbox"/> Commodity Broker (as defined in 11 U.S.C. § 101(6)) <input type="checkbox"/> Clearing Bank (as defined in 11 U.S.C. § 781(3)) <input checked="" type="checkbox"/> None of the above		
	<p>B. <i>Check all that apply:</i></p> <input type="checkbox"/> Tax-exempt entity (as described in 26 U.S.C. § 501) <input type="checkbox"/> Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3) <input type="checkbox"/> Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))		
	<p>C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See http://www.uscourts.gov/four-digit-national-association-naics-codes.</p> <p style="text-align: center;"><u>5</u> <u>1</u> <u>9</u> <u>1</u></p>		
8. Under which chapter of the Bankruptcy Code is the debtor filing? <p>A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.</p>	<p><i>Check one:</i></p> <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11. <i>Check all that apply:</i>		
	<input type="checkbox"/> The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).		
	<input type="checkbox"/> The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, and it chooses to proceed under Subchapter V of Chapter 11. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).		
	<input type="checkbox"/> A plan is being filed with this petition.		
	<input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).		
	<input type="checkbox"/> The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the <i>Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11</i> (Official Form 201A) with this form.		
	<input type="checkbox"/> The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.		
	<input type="checkbox"/> Chapter 12		

Debtor QMS Holdings, LLC Case number (if known) _____
Name

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

☒ No

☐ Yes. District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

District _____ When _____ Case number _____
MM / DD / YYYY

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

☐ No

☒ Yes. Debtor See Annex 1 Relationship _____

District _____ When _____
MM / DD / YYYY

List all cases. If more than 1, attach a separate list.

Case number, if known _____

11. Why is the case filed in this district?

Check all that apply:

☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No

☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? *(Check all that apply.)*

☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.

☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other _____

Where is the property?

Number _____ Street _____

City _____ State ZIP Code _____

Is the property insured?

☐ No

☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

Debtor QMS Holdings, LLC
Name

Case number (if known) _____

13. Debtor's estimation of available funds

Check one:

- ☐ Funds will be available for distribution to unsecured creditors.
- ☒ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|---|--|--|
| <input type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input checked="" type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input checked="" type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **08/25/2020**
MM / DD / YYYY

x

Signature of authorized representative of debtor

Title Chief Business Officer

Neil Davis

Printed name

Debtor QMS Holdings, LLC Case number (if known) _____
Name

18. Signature of attorney

X

Signature of attorney for debtor

Date

MM / DD / YYYY

Eric D. Goldberg

Firm name

DLA Piper LLP (US)

Firm name

2000 Avenue of the Stars, Suite 400 North Tower

Number Street

Los Angeles

City

(310) 595-3000

Phone number

CA

State

90067-4704

ZIP Code

eric.goldberg@us.dlapiper.com

Email address

157544

Bar number

CA

State

ANNEX 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the entities listed below (collectively, the “Debtors”) filed a voluntary petition in the United States Bankruptcy Court for the District of Delaware for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of their cases, with the lead case number assigned to the chapter 11 case of uCast, LLC.

uCast, LLC
Q Media Service, LLC
QMS Holdings, LLC

AUTHORIZED OFFICER'S CERTIFICATE

August 11, 2020

This Authorized Officer's Certificate (this "Certificate") is furnished in connection with those certain Chapter 11 petitions to be filed by uCast, LLC; QMS Holdings, LLC; and Q Media Services, LLC (each, a "Company," and collectively, the "Companies").

The undersigned, being an Authorized Officer of each Company, hereby certifies, solely in his capacity as such and not in his individual capacity and without personal liability, that attached hereto are copies of the resolutions duly adopted by the Governing Body (as such term is defined therein) of each Company on the date hereof, in accordance with the Limited Liability Company Agreement of each such Company and the requirements of applicable law, and such resolutions have not been modified, rescinded or amended and are in full force and effect as of the date of this Certificate.

IN WITNESS WHEREOF, I have hereunto signed my name on the date first written above.

By:  _____

Name: Neil Davis

Title: Authorized Officer

**WRITTEN CONSENT OF THE SOLE MEMBER
AND MANAGERS OF
QMS HOLDINGS, LLC**

uCast Global Holdings, Ltd, being the sole member (the “Member”) of and the Board of Managers consisting of Neil Davis, David Gentile, Kin Hui, Carl Katerndahl, and Sally Luhua Lin, being and constituting the current Board of Managers of the Company (as hereinafter defined) (collectively, the “Managers” and together with the Member, the “Governing Body”) of QMS Holdings, LLC, a Delaware limited liability company (the “Company”), do hereby take the following actions by written consent in lieu of a meeting, pursuant to Section 18-302 of the Delaware Limited Liability Company Act, adopt the following recitals and resolutions, and direct that this written consent (the “Consent”) be entered into the minute book of the Company.

Approval of Bankruptcy Filing and Retention of Counsel

WHEREAS, the Member and the Managers have considered the Company’s financial position, and the strategic alternatives available to the Company;

WHEREAS, the Member and the Managers have reviewed, had the opportunity to consult with, and ask questions of, the Company’s legal and financial advisors, and fully considered the strategic alternatives available to the Company;

WHEREAS, after being so informed, and after deliberation and careful consideration, in the judgment of the Member and the Managers of the Company it is desirable and in the best interests of the Company, its creditors and other parties in interest, that the Company file a voluntary petition for relief (the “Bankruptcy Case”) under the provisions of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Southern District of California (San Diego) (the “Bankruptcy Court”);-

WHEREAS, in the judgment of the Member and the Managers of the Company, it is desirable and in the best interests of the Company to appoint Neil Davis as the Chief Business Officer of the Company to oversee the Bankruptcy Case for the Company, and to take all necessary and proper actions to oversee and administer the Bankruptcy Case, and to execute and file on behalf of the Company all petitions, schedules, lists, motions, certificates, declarations, other papers and documents, and to take any and all action that he deems necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of the Company’s business or to successfully prosecute the Bankruptcy Case; and

WHEREAS, in the judgment of the Member and the Managers of the Company, it is desirable and in the best interests of the Company to engage DLA Piper LLP (US) as general

bankruptcy counsel in the Bankruptcy Case, subject to the approval of the Bankruptcy Court.

NOW, THEREFORE, BE IT RESOLVED, that the Company shall be, and hereby is, authorized to file the Bankruptcy Case under the provisions of the Bankruptcy Code in the Bankruptcy Court; and

BE IT FURTHER RESOLVED, that the firm of DLA Piper LLP (US) is hereby retained as general bankruptcy counsel in the Bankruptcy Case, subject to Bankruptcy Court approval; and

BE IT FURTHER RESOLVED, that Mr. Davis is hereby appointed as the Chief Business Officer of the Company and authorized, empowered and directed, with full power of delegation, in the name and on behalf of the Company, to negotiate, execute, deliver, file and perform any agreement, document or certificate and to take and perform any and all further acts and deeds (including, without limitation, (i) the payment of any consideration and (ii) the payment of all fees, expenses and taxes) that he reasonably deems necessary, advisable or desirable in connection with the Company's Bankruptcy Case, including, without limitation, negotiation, executing, delivering, filing and performing any and all documents, agreements, certificates and/or instruments (or any amendments or modifications thereto) and other documents, in connection with the engagement of professionals and consultants contemplated by these resolutions, with a view to the successful prosecution of the Bankruptcy Case; and

BE IT FURTHER RESOLVED, that the Member and the Managers of the Company have received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the organizational documents of the Company, or hereby waives notice; and

BE IT FURTHER RESOLVED, that all acts, actions and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved and ratified as the true authorized acts and deeds of the Company with the same force and effect as if each such act, action, transaction, agreement or certificate had been specifically authorized in advance by resolution of the Member and the Managers.

Approval of Bankruptcy Filing and Retention of Counsel by Q Media Services, LLC

WHEREAS, the Company is the sole member of Q Media Services, LLC ("Q Media");

WHEREAS, the Member and the Managers have considered the financial position of Q Media, and the strategic alternatives available to Q Media;

WHEREAS, the Member and the Managers have reviewed, had the opportunity to consult with, and ask questions of, Q Media's legal and financial advisors, and fully considered the strategic alternatives available to Q Media;

WHEREAS, after being so informed, and after deliberation and careful consideration, in the judgment of the Member and the Managers of the Company it is desirable and in the best interests of the Company, its creditors and other parties in interest, that Q Media file a voluntary petition for relief under the Bankruptcy Code in the Bankruptcy Court

WHEREAS, in the judgment of the Member and the Managers of the Company, it is desirable and in the best interests of the Company to appoint Neil Davis as the Chief Business Officer of Q Media to oversee the Bankruptcy Case for Q Media, and to take all necessary and proper actions to oversee and administer the Bankruptcy Case, and to execute and file on behalf of Q Media all petitions, schedules, lists, motions, certificates, declarations, other papers and documents, and to take any and all action that he deems necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of Q Media's business or to successfully prosecute the Bankruptcy Case; and

WHEREAS, in the judgment of the Member and the Managers of the Company, it is desirable and in the best interests of the Company to engage DLA Piper LLP (US) as general bankruptcy counsel of Q Media in the Bankruptcy Case, subject to Bankruptcy Court Approval.

NOW, THEREFORE, BE IT RESOLVED, that the Company shall be, and hereby is, authorized to consent to and direct Q Media to file a Bankruptcy Case under the provisions of the Bankruptcy Code in the Bankruptcy Court; and

BE IT FURTHER RESOLVED, that the Company shall be, and hereby is, authorized to consent and direct Q Media to engage the firm of DLA Piper LLP (US) as general bankruptcy counsel to Q Media in the Bankruptcy Case, subject to Bankruptcy Court approval; and

BE IT FURTHER RESOLVED, that the Company shall be, and hereby is, authorized to consent to and direct Q Media to appoint Mr. Davis, as the Chief Business Officer and authorize, empower and direct him, with full power of delegation, in the name and on behalf of Q Media, to negotiate, execute, deliver, file and perform any agreement, document or certificate and to take and perform any and all further acts and deeds (including, without limitation, (i) the payment of any consideration and (ii) the payment of all fees, expenses and taxes) that he reasonably deems necessary, advisable or desirable in connection with Q Media's Bankruptcy Case, including, without limitation, negotiation, executing, delivering, filing and performing any and all documents, agreements, certificates and/or instruments (or any amendments or modifications

thereto) and other documents, in connection with the engagement of professionals and consultants contemplated by these resolutions, with a view to the successful prosecution of the Bankruptcy Case; and

BE IT FURTHER RESOLVED, that the Member and the Managers of the Company have received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the organizational documents of the Company, or hereby waives notice; and

BE IT FURTHER RESOLVED, that all acts, actions and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved and ratified as the true authorized acts and deeds of the Company with the same force and effect as if each such act, action, transaction, agreement or certificate had been specifically authorized in advance by resolution of the Member and the Managers.

IN WITNESS WHEREOF, each of the undersigned hereby consents to, and hereby approves and adopts in all respects, the recitals and resolutions set forth herein. Each of the undersigned has executed this Consent on the date set forth below. This Consent may be executed in one or more counterparts.

Member:

uCast Global Holdings, Ltd, as sole
Member of QMS Holdings, LLC

By:  _____

Name: Neil Davis

Title: Authorized Officer

Date: August 11, 2020

Signature Page to Written Consent

Directors:



Neil Davis

Date: August 11, 2020

David Gentile

Date: August 11, 2020

Kin Hui

Date: August 11, 2020

Carl Katerndahl

Date: August 11, 2020

Sally Luhua Lin

Date: August 11, 2020

Signature Page to Written Consent

Directors:

Neil Davis

Date: August 11, 2020

David Gentile

[David Gentile \(Aug 25, 2020 12:56 EDT\)](#)

David Gentile

Date: August 11, 2020

Kin Hui

Date: August 11, 2020

Carl Katerndahl

Date: August 11, 2020

Sally Luhua Lin

Date: August 11, 2020

Signature Page to Written Consent

Directors:

Neil Davis

Date: August 11, 2020

David Gentile

David Gentile (Aug 25, 2020 12:56 EDT)

David Gentile

Date: August 11, 2020

Kin Hui

Date: August 11, 2020

Carl M. Katerndahl

Carl Katerndahl

Date: August 11, 2020

Sally Luhua Lin

Date: August 11, 2020

Signature Page to Written Consent

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF CALIFORNIA**

In re:

QMS Holdings, LLC,

Debtor.

Chapter 11

Case No. __-____ (____)

(Joint Administration Requested)

CORPORATE OWNERSHIP STATEMENT

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the undersigned authorized officer of QMS Holdings, LLC certifies that the following corporate entity directly owns 10% or more of QMS Holdings, LLC's equity interest.

Equity Holder	Percentage of Total Equity
uCast Global Holdings LLC	100.00%

Fill in this information to identify the case and this filing:

Debtor Name QMS Holdings, LLC

United States Bankruptcy Court for the: Southern District of California
(State)

Case number (if known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors 12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING – Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)*
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- ☐ *Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- ☐ *Schedule H: Codebtors (Official Form 206H)*
- ☐ *Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- ☐ *Amended Schedule _____*
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- ☒ *Other document that requires a declaration* Statement of Corporate Ownership

I declare under penalty of perjury that the foregoing is true and correct.

Executed on

08/25/2020

MM / DD / YYYY

/s/

Signature of individual signing on behalf of debtor

Neil Davis
Printed name

Chief Business Officer
Position or relationship to debtor

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF CALIFORNIA**

In re:

QMS Holdings, LLC,

Debtor.

Chapter 11

Case No. __-____ (____)

(Joint Administration Requested)

LIST OF EQUITY SECURITY HOLDERS

Pursuant to Rule 1007(a)(3) of the Federal Rules of Bankruptcy Procedure, QMS Holdings, LLC hereby provides the following list of holders of equity interests:

Name and Address of Interest Holder	Kind of Interest	Percentage of Interests Held
uCast Global Holdings LLC 9909 Mira Mesa Blvd. Suite 230 San Diego, CA 92131	Sole Member	100.00%

Fill in this information to identify the case and this filing:

Debtor Name: QMS Holdings, LLC

United States Bankruptcy Court for the: Southern District of California
(State)

Case number (If known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors 12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING – Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)*
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- ☐ *Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- ☐ *Schedule H: Codebtors (Official Form 206H)*
- ☐ *Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- ☐ *Amended Schedule _____*
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- ☒ *Other document that requires a declaration* List of Equity Security Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on

08/25/2020

MM / DD / YYYY

/s/

Signature of individual signing on behalf of debtor

Neil Davis
Printed name

Chief Business Officer
Position or relationship to debtor

Fill in this information to identify the case:Debtor name: uCast Holdings, LLC, et al.United States Bankruptcy Court for the: Southern District of California
(State)

Case number (if known): _____

☐ Check if this is
an amended
filingOfficial Form 204**Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders, On a Consolidated Basis** **12/15**

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deducti on for value of collatera l or setoff	Unsecured claim
1	Stingray Music USA, Inc c/o Becker & Poliakoff, P.A. One East Broward Boulevard, Suite 1800 Fort Lauderdale, FL 33301	Jack S. Kallus, Esq. Phone: (954) 987-7550 Email: jkallus@beckerlawyers.com	Litigation	Contingent, Unliquidated, Disputed			\$1,400,000.00
2	Loeb & Loeb LLP 10100 Santa Monica Boulevard, Suite 2200 Los Angeles, CA 90067	Christopher J. Kelly, Esq. Phone: (310) 282-2263 Email: ckelly@loeb.com					\$1,029,824.40
3	HCL Technologies Corporate Services Technology Hub SEZ Plot No. 3A, Sector 126 Noida, Uttar Pradesh 201304 India	Website: www.hcltech.com					\$942,628.00
4	X3eam c/o Meloni & McCaffrey, P.C. 3 Columbus Circle, 15th Floor New York, NY 10019	Robert S. Meloni, Esq. Phone: (212) 520-6090 Fax: (917) 210-3758 E-mail: rmeloni@m2lawgroup.com					\$884,210.00

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
5	Mazars USA LLP 135 W 50th Street New York, NY 10020	Robert DeMeola Phone: (212) 812-7000 Fax: (212) 375-6888 Email: robert.demeola@mazarsusa.com					\$289,935.50
6	Kanaan Jemili 11347 Belladonna Way San Diego, CA 92131	Phone: (858) 337-5988 Email: kjemili@gmail.com	Payroll				\$279,313.20
7	Forstmann & Co. 1999 Avenue of the Stars, Suite 1100 Los Angeles, CA 90067	Rex Wong Phone: (424) 253-1260 E-mail: contact@forstmanncompany.com					\$175,000.00
8	Randall Cox 1314 Sagamore Lane Ventura, CA 93001	Phone: (805) 302-2932 Email: randall@coxinvest.tv	Payroll				\$153,526.68
9	Department of the Treasury, IRS 550 Main Street, Suite 10 Cincinnati, OH 45202	Phone: (800) 829-4933	Taxes				\$134,149.54
10	Walkers Global 190 Elgin Avenue George Town, Grand Cayman KY1-9001	Craig McDermaid, Esq. Phone: (345) 914-6319 Email: craig.mcdermaid@walkersglobal.com					\$116,704.65
11	Roger Julian Jackson 9909 Mira Blvd., Suite 230 San Diego, CA 92131	Phone: (310) 463-5807 Email: roger@kinonation.com	Payroll				\$112,066.60
12	David Louis Ring 1971 Mandeville Canyon Road Los Angeles, CA 90049	Phone: (310) 663-4360 Email: david@davidringmedia.com	Payroll				\$105,813.25
13	B.L.S.T. Marketing, Inc. 40 West 17th Street New York, NY 10011	Brian Lisi					\$88,445.27
14	8BY8 Wheel, Inc. 675 Creekside Way Campbell, CA 95008						\$82,500.00

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
15	DME Law LLP 1900 Avenue of the Stars, 25th Floor Los Angeles, CA 90067	Phone: (424) 777-3466 E-mail: ian@dmelaw.com					\$75,900.00
16	Abhishek Shivadas c/o Visaic 9909 Mira Mesa Blvd. Suite 230 San Diego, CA 92131	Phone: (303) 775-4406 Email:	Payroll				\$72,946.68
17	Rohini Mandayam 9909 Mira Mesa Blvd., Suite 230 San Diego, CA 92131	Phone: (858) 761-7446 Email:	Payroll				\$62,456.63
18	White Space Media Partners 3/18 Duke Street, Sunshine Beach Sunshine Coast, Queensland 4567 Australia	Phone: (631) 499-6000 Eric Prager Phone: (212) 503-9813 Email: eapragr@venable.com					\$61,540.00
19	James A. Prestiano, P.C. 535 West 24th Street Fourth Floor New York, NY 10014						\$60,660.00
20	Venable LLP 1270 Avenue of the Americas New York, NY 10020						\$59,881.69

Fill in this information to identify the case and this filing:

Debtor Name uCast Holdings LLC, et al.

United States Bankruptcy Court for the: Southern District of California
(State)

Case number (if known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors 12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING – Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

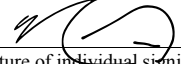
I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)*
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- ☐ *Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- ☐ *Schedule H: Codebtors (Official Form 206H)*
- ☐ *Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- ☐ *Amended Schedule _____*
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- ☐ *Other document that requires a declaration _____*

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 08/24/2020
MM / DD / YYYY


Signature of individual signing on behalf of debtor

Neil Davis
Printed name

Chief Business Officer
Position or relationship to debtor